

INPHONIC INC
Form 4
November 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
INPHONIC INC [INPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

85 BROAD ST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	5,018,222	I	See footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrants to Purchase Common Stock	\$ 0.01	11/08/2006		P	687,500	(4) 11/07/2011		Common Stock	687,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Andrea Louro DeMar,
Attorney-in-fact
11/09/2006
Date
**Signature of Reporting Person

/s/ Andrea Louro DeMar,
Attorney-in-fact
11/09/2006
Date
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group.
- (2) The 5,018,222 shares of common stock, par value \$.01 per share (the "Common Stock") of InPhonic, Inc., a Delaware corporation (the "Company") reported herein may be deemed to be beneficially owned indirectly by GS Group by reason of the direct ownership of such securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group (collectively, "Goldman"). Goldman has open short positions of 94,876 shares of Common Stock.
- (3) The 5,018,222 shares of Common Stock and open short positions of 94,876 shares of Common Stock reflect changes attributed to transactions which were part of approved baskets and therefore not reported.
- (4) Immediately exercisable.

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On November 7, 2006, the Company entered into a credit agreement (the "Credit Agreement") with Goldman Sachs Credit Partners, L.P. ("GS Credit Partners"), an affiliate of the Reporting Persons, the other lenders from time to time party thereto, and Citicorp North

- (5) America, Inc., as administrative agent. On November 8, 2006, GS Credit Partners made a loan to the Company in the amount of \$55 million pursuant to the Credit Agreement. In connection with this loan, the Company issued to Goldman Sachs warrants to purchase 687,500 shares of Common Stock.
- (6) GS Group may be deemed to beneficially own indirectly warrants to purchase an aggregate of 687,500 shares of Common Stock by reason of the direct ownership of such securities by Goldman Sachs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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